

HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

VIA UPS AIR COURIER

March 29, 2001

RECORDATION NO. 23452 FILED

APR 03 '01 1:33 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are **three (3)** originals of an **Amended Memorandum of Net Lease Agreement** dated as of September 1, 2000 ("**Memorandum**") which is intended to evidence **Amendment No. 1** dated September 1, 2000 between the following parties:

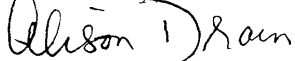
| | |
|---------|---|
| Lessor: | Helm-Pacific Leasing C/o Helm Pacific Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111 |
| Lessee: | Keywell L.L.C. 11900 South Cottage Grove Avenue Chicago, IL 60628 |

A short summary of the document to appear in the index follows:

Amended Memorandum of Net Lease Agreement dated September 1, 2000 evidencing **Amendment No. 1** dated September 1, 2000 between Helm-Pacific Leasing as Lessor and Keywell L.L.C. as Lessee covering fifty (50) railcars from within the series **KEYX 8000-8037** and **KEYX 8038-8049**.

Please file this Memorandum as a primary document and return **two (2)** stamped originals to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

Yours truly,


Alison Drain
Document Administrator

/ad
Enclosures (3)

AMENDED MEMORANDUM OF
NET LEASE AGREEMENT

THIS AMENDED MEMORANDUM OF NET LEASE AGREEMENT ("Memorandum") is dated as of September 1, 2000 and is intended to evidence Amendment No. 1 dated as of September 1, 2000 to that certain Net Lease Agreement dated as of July 14, 1998, as amended ("Lease"), between HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor"), and KEYWELL L.L.C., an Illinois limited liability corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A.1. hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease, as amended.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM-PACIFIC LEASING

KEYWELL L.L.C.

By: Helm Pacific Corporation,
a General Partner

Print Name: David R. Eckles

Title: President

By: Union Pacific Venture
Leasing, Incorporated,
a General Partner

By: Joseph E. O'Conner, Jr.

Print Name: Joseph E. O'Conner, Jr.,

Title: President

By: E. Gordon Ellington Jr.

Print Name: E. Gordon Ellington Jr.

Title: V.P. - TRAFFIC

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SURFACE TRANSPORTATION BOARD

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SCHEDULE A.1.

TO THE AMENDED MEMORANDUM OF
NET LEASE AGREEMENT

THE UNITS

A. ORIGINAL UNITS

Equipment Description: Thirty-eight (38) total railcars: two (2) 6,420 cubic foot capacity, and thirty-six (36) 6,500 cubic foot capacity, 100-ton, flat bottom woodchip type gondola railcars with 2 end doors.

Original Units' Reporting Marks: KEYX 8000-8037

B. ADDED UNITS

Equipment Description: ^{TWELVE 12 CLV}
~~Fourteen (14)~~ total railcars, 100-ton, roller bearing, flat bottom, end door, woodchip Gondolas. Eight (8) Units with 6423 cubic foot capacity, built in 1970 and six (6) Units with 6500 cubic foot capacity and with built dates of either 1972, 1975 or 1977.

Added Units' Reporting Marks: ^{8049 CLV}
KEYX 8038-~~8051~~ _{AR}

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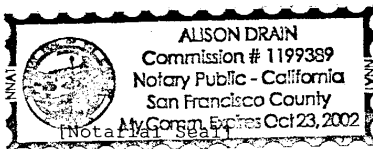
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On February 22nd, ²⁰⁰¹~~2000~~, before me, Alison Drain, personally appeared David R. Eckles, President of **HELM PACIFIC CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Alison Drain
Signature of Notary Public

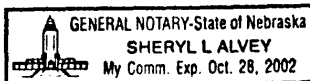
STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

On February 9, ²⁰⁰¹~~2000~~, before me, Sheryl L. Alvey, personally appeared, Joseph E. O'Conner, Jr., President of **UNION PACIFIC VENTURE LEASING, INCORPORATED**,

/ personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



[Notarial Seal]

WITNESS my hand and official seal.

Sheryl L. Alvey
Signature of Notary Public

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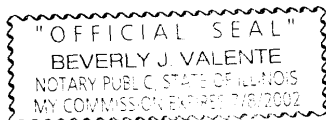
STATE OF ILLINOIS)
) S.S.
COUNTY OF COOK)

On September 14, 2000, before me, Beverly J. Valente,
personally appeared E. Gordon Ellicott, Jr., Modena Batey of
KEYWELL L.L.C.

☒ personally known to me -OR-

☐ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon behalf of
which the person(s) acted, executed the instrument.



[Notarial Seal]

WITNESS my hand and official seal.

A handwritten signature in cursive script that reads "Beverly J. Valente".

Signature of Notary Public

CM